

Trinity IX Side-By-Side Fund, L.P.
 Form 4
 January 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Trinity TVL IX, LLC

2. Issuer Name and Ticker or Trading Symbol
 Care.com Inc [CRCM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/29/2014

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O TRINITY VENTURES, 3000 SAND HILL RD, BLDG FOUR, SUITE 160

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$0.001 par value	01/29/2014		C		31,513	A	Ⓣ 34,149	I	See Footnotes (2) (3)
Common Stock, \$0.001 par value	01/29/2014		C		10,946	A	Ⓣ 45,095	I	See Footnotes (2) (3)
Common Stock, \$0.001 par	01/29/2014		C		1,859	A	Ⓣ 46,954	I	See Footnotes (2) (3)

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value								
Common Stock, \$0.001 par value	01/29/2014	C	10,981	A	<u>(1)</u>	57,935	I	See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, \$0.001 par value	01/29/2014	C	24,065	A	<u>(1)</u>	26,001	I	See Footnote <u>(4)</u>
Common Stock, \$0.001 par value	01/29/2014	C	8,359	A	<u>(1)</u>	34,360	I	See Footnote <u>(4)</u>
Common Stock, \$0.001 par value	01/29/2014	C	1,385	A	<u>(1)</u>	35,745	I	See Footnote <u>(4)</u>
Common Stock, \$0.001 par value	01/29/2014	C	8,022	A	<u>(1)</u>	43,767	I	See Footnote <u>(4)</u>
Common Stock, \$0.001 par value	01/29/2014	C	1,854,342	A	<u>(1)</u>	2,011,433	I	See Footnote <u>(5)</u>
Common Stock, \$0.001 par value	01/29/2014	C	644,133	A	<u>(1)</u>	2,655,566	I	See Footnote <u>(5)</u>
Common Stock, \$0.001 par value	01/29/2014	C	118,234	A	<u>(1)</u>	2,773,800	I	See Footnote <u>(5)</u>
Common Stock, \$0.001 par value	01/29/2014	C	638,525	A	<u>(1)</u>	3,412,325	I	See Footnote <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Convertible Preferred Stock	(1)	01/29/2014		C	31,513	(6)	(7)	Common Stock	31,513
Series C Convertible Preferred Stock	(1)	01/29/2014		C	10,946	(6)	(7)	Common Stock	10,946
Series D Convertible Preferred Stock	(1)	01/29/2014		C	1,859	(6)	(7)	Common Stock	1,859
Series E Convertible Preferred Stock	(1)	01/29/2014		C	10,981	(6)	(7)	Common Stock	10,981
Series B Convertible Preferred Stock	(1)	01/29/2014		C	24,065	(6)	(7)	Common Stock	24,065
Series C Convertible Preferred Stock	(1)	01/29/2014		C	8,359	(6)	(7)	Common Stock	8,359
Series D Convertible Preferred Stock	(1)	01/29/2014		C	1,385	(6)	(7)	Common Stock	1,385
Series E Convertible Preferred Stock	(1)	01/29/2014		C	8,022	(6)	(7)	Common Stock	8,022
Series B Convertible Preferred Stock	(1)	01/29/2014		C	1,854,342	(6)	(7)	Common Stock	1,854,342
Series C Convertible Preferred Stock	(1)	01/29/2014		C	644,133	(6)	(7)	Common Stock	644,133

Preferred
Stock

Series D
Convertible
Preferred
Stock

(1)

01/29/2014

C

118,234

(6)

(7)

Common
Stock

118,2

Series E
Convertible
Preferred
Stock

(1)

01/29/2014

C

638,525

(6)

(7)

Common
Stock

638,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinity TVL IX, LLC C/O TRINITY VENTURES 3000 SAND HILL RD, BLDG FOUR, SUITE 160 MENLO PARK, CA 94025		X		
TRINITY VENTURES IX L P C/O TRINITY VENTURES 3000 SAND HILL RD, BLDG FOUR, SUITE 160 MENLO PARK, CA 94025		X		
Trinity IX Side-By-Side Fund, L.P. C/O TRINITY VENTURES 3000 SAND HILL RD, BLDG FOUR, SUITE 160 MENLO PARK, CA 94025		X		
Trinity IX Entrepreneurs Fund LP C/O TRINITY VENTURES 3000 SAND HILL RD, BLDG FOUR, SUITE 160 MENLO PARK, CA 94025		X		
Fenton Noel J C/O TRINITY VENTURES 3000 SAND HILL RD, BLDG FOUR, SUITE 160 MENLO PARK, CA 94025		X		
Nakache Patricia C/O TRINITY VENTURES 3000 SAND HILL RD, BLDG FOUR, SUITE 160 MENLO PARK, CA 94025		X		
ORR LAWRENCE K C/O TRINITY VENTURES 3000 SAND HILL RD, BLDG FOUR, SUITE 160 MENLO PARK, CA 94025		X		
		X		

Tai Augustus O
 C/O TRINITY VENTURES
 3000 SAND HILL RD, BLDG FOUR, SUITE 160
 MENLO PARK, CA 94025

Wang Fred
 C/O TRINITY VENTURES
 3000 SAND HILL RD, BLDG FOUR, SUITE 160
 MENLO PARK, CA 94025

X

TVL Management CORP
 C/O TRINITY VENTURES
 3000 SAND HILL RD, BLDG FOUR, SUITE 160
 MENLO PARK, CA 94025

X

Signatures

TRINITY TVL IX, LLC, a Delaware limited liability company By: /s/ Lawrence K. Orr,
 Management Member

01/29/2014

__Signature of Reporting Person

Date

TRINITY VENTURES IX, L.P., a Delaware limited partnership By: Trinity TVL IX, LLC, a
 Delaware limited liability company its General Partner By: /s/ Lawrence K. Orr, Management
 Member

01/29/2014

__Signature of Reporting Person

Date

TRINITY IX SIDE-BY-SIDE FUND, L.P., a Delaware limited partnership By: Trinity TVL
 IX, LLC, a Delaware limited liability company its General Partner By: /s/ Lawrence K. Orr,
 Management Member

01/29/2014

__Signature of Reporting Person

Date

TRINITY IX ENTREPRENEURS' FUND, L.P., a Delaware limited partnership By: Trinity
 TVL IX, LLC, a Delaware limited liability company its General Partner By: /s/ Lawrence K.
 Orr, Management Member

01/29/2014

__Signature of Reporting Person

Date

/s/ Noel J. Fenton

01/29/2014

__Signature of Reporting Person

Date

/s/ Patricia E. Nakache

01/29/2014

__Signature of Reporting Person

Date

/s/ Lawrence K. Orr

01/29/2014

__Signature of Reporting Person

Date

/s/ Augustus O. Tai

01/29/2014

__Signature of Reporting Person

Date

/s/ Fred Wang

01/29/2014

__Signature of Reporting Person

Date

TVL MANAGEMENT CORPORATION By: /s/ Lawrence K. Orr, President

01/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each share of Series B Convertible Preferred, Series C Convertible Preferred, Series D Convertible Preferred and Series E Convertible Preferred Stock automatically converted into one share of Issuer's Common Stock upon the consummation of Issuer's initial public offering.
- (1) Preferred Stock automatically converted into one share of Issuer's Common Stock upon the consummation of Issuer's initial public offering.

The shares are owned by Trinity IX Entrepreneurs' Fund, L.P. ("Trinity IX EF") which is under common control with Trinity IX Side-By-Side Fund, L.P. ("Trinity IX SBS") and Trinity Ventures IX, L.P. ("Trinity IX"). Trinity TVL IX, LLC ("Trinity TVL IX") serves as the sole general partner of Trinity IX EF, Trinity IX SBS and Trinity IX. As such, Trinity TVL IX possesses sole voting and investment control over the shares owned by Trinity IX EF, Trinity IX SBS and Trinity IX, and may be deemed to have indirect beneficial ownership of the securities held by Trinity IX EF, Trinity IX SBS and Trinity IX. Trinity TVL IX, however, owns no shares of the Issuer directly. Messrs. Fenton, Orr, Tai and Wang and Ms. Nakache serve as Management Members of Trinity TVL IX and serve as Directors of TVL Management Corporation and share voting and dispositive power over the shares held by Trinity IX EF, Trinity IX SBS and Trinity IX.
 - (2) Each Reporting Person disclaims beneficial ownership of the shares held by Trinity IX EF, Trinity IX SBS and Trinity IX except to the extent of his, her or its proportionate pecuniary interest therein.
 - (3) The shares are owned by Trinity IX SBS. *See* footnotes 2 and 3 above.
 - (4) The shares are owned by Trinity IX. *See* footnotes 2 and 3 above.
 - (5) The Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred Stock automatically convert into shares of Issuer's Common Stock on a 1:1 basis upon the completion of Issuer's initial public offering.
 - (6) The expiration date is not relevant to the conversion of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.